

BY-LAWS
OF
BELLEVUE CIVIC ASSOCIATION, INCORPORATED

A Virginia Nonstock Corporation

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Bellevue Civic Association, Incorporated (hereinafter, “Association”).

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The Association is organized exclusively for charitable and community purposes, including, for such purposes, to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code.

Section 2. Specific Purpose

The specific objectives of the Association are to promote and coordinate community welfare, education, safety, preservation, and recreational activities, including, for such purposes, providing support for and participating in events and activities in, around, and involving the Bellevue neighborhood located in Richmond, Virginia.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership in the Association shall be open to all homes and businesses with physical locations within the Bellevue neighborhood, bounded by the north side of Laburnum Avenue, the west side of Brook Road, the city limit north of Westbrook Avenue, and the east side of Hermitage Road.

Section 2. Definition of Member

“Member” and “member in good standing” are synonymous and mean each home or business that has paid annual dues for the calendar year. Each single-family residence constitutes one “home” for purposes of this definition. In the case of multi-family residences (i.e., apartments or duplexes), each separate apartment or unit constitutes a “home” for purposes of this definition. “Member” and “member in good standing” includes all occupants of each dues-paying home and all owners/members of each dues-paying business, regardless of the number (in other words, one home can only equal one “member” regardless of the number of occupants, and one business can

only equal one “member” regardless of the number of members, business associates, or otherwise).

Section 3. Annual Dues

The amount required for annual dues shall be fifteen dollars (\$15.00) each calendar year per home or business, unless changed by a recommendation of the Board and a majority vote of the members present at the annual meeting, with notice of such proposed change having been given in advance at or before the previous quarterly meeting. Dues are payable by January 1 of each calendar year, and members will be accepted into the Association upon payment of annual dues.

Section 4. Rights of Members

Each member in good standing shall be eligible to vote in Association elections or other matters put to a vote at a membership meeting. Each member shall be entitled to one vote (i.e., one vote per home or business that qualifies as a member in good standing).

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at times and places designated by the Board of Directors, including an annual meeting to be held in the fourth quarter of each calendar year as announced by the Board.

Section 2. Annual Meetings

An annual meeting of the members shall take place one time per calendar year, in the fourth quarter of the calendar year, the specific date, time, and location of which will be designated by the Board. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the President or a simple majority of the members of the Board. A petition signed by fifty one percent (51%) of members in good standing may also call a special meeting.

Section 4. Notice of Meetings

Notice of each meeting shall, if practicable, be given by way of signs placed in the Bellevue neighborhood announcing the date and time of the meeting. Notwithstanding the foregoing, in the Board’s discretion, notice may be given by any alternative or additional means, such as via the Association’s website or other social media outlets.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty (20) members of the Association present and in good standing.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of members in good standing present at the meeting in which the vote takes place, unless a different number is otherwise required in these By-Laws or by law.

Section 7. Member Proposals

Any member of the Association in good standing who wishes to propose a matter that is appropriate for a vote of the members shall give notice of such proposal to all members of the Board of Directors in writing not less than thirty (30) days prior to the meeting at which the member wishes to make such proposal.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs, finances, and property of the Association. The Board of Directors shall have the authority, in its sole discretion and by a three-quarters (3/4) majority vote of the Board, to make donations and approve Association expenditures of five hundred dollars (\$500) or less. The Board shall further have the authority to arrange for payment of all routine or recurring expenditures of the Association (including, but not limited to, taxes, fees for Virginia State Corporation Commission filings, post office box charges, and payments for quarterly Bellevue Times newsletter invoices), regardless of the cost of such expenditures, so long as they are for the benefit of the Association and consistent with its purpose. Otherwise, any expenditure of more than five hundred dollars (\$500) proposed by the Board of Directors shall be put to a vote at a regular or special meeting of members.

Section 2. Number, Tenure, Requirements, and Qualifications

The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer.

The members of the Board of Directors shall enter upon the performance of their duties as of January 1 of the calendar year following their election and shall continue in office until their successors shall be duly elected and qualified. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Association whose membership dues are paid in full and shall hold office for a one-year term. No Board Member may serve more than two consecutive terms in the same office, with the exception of the Treasurer, who may serve for an additional term upon the recommendation of the Board of Directors.

Section 3. Election

There shall be a Nominating Committee, appointed and approved by the Board as described in Article VII, consisting of at least one (1) member in good standing of the Association. It shall be the duty of the Nominating Committee to submit a slate of the Board of Directors to be voted on at the annual meeting. The floor shall be open for nominations, and the election shall be by ballot and a simple majority of those voting may elect Board Members. If there is only one candidate for each office, election may be by voice vote. All members of the Board of Directors must be elected by a simple majority vote of the members present and voting.

Section 4. Regular Meetings

The Board of Directors shall hold quarterly meetings in advance of each quarterly membership meeting, at a location designated and agreed to by Board of Directors. The Board of Directors, in its discretion, may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date, unless otherwise agreed to by the Board.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days in advance of the meeting by written notice, including email, unless otherwise agreed to by the Board. Any Board member may waive notice of any meeting, including by attending such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum

A majority of current members of the Board of Directors (3/4) shall be necessary at any meeting or otherwise to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date if a quorum is not present. The act of a majority (3/4) of the Board of Directors is required to constitute an act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors, except for a vacancy in the office of President, which shall be automatically filled by appointment of the Vice President to the office of President. Other Board vacancies may be filled according to specific methods agreed upon and approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services, except that Board members may be reimbursed for lawful and approved acts of the Association and the Board of Directors in fulfillment of the Association's purpose as set forth in Article II.

Section 10. Informal Action by Board

Any action required by law or otherwise authorized or allowed to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting if three-quarters (3/4) of the Board members consent to such action. Electronic communications, including email, may be used to indicate consent or approval and may be utilized to take action as described in this section.

Section 11. Confidentiality

Board members shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, the disclosure of such information is in furtherance of the Association's purposes or can reasonably be expected to benefit the Association, or as otherwise provided by law. Board members shall use discretion and good business judgment in discussing the affairs of the Association with members or third parties.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Association would be served thereby, including but not limited to the failure of a Board member to fulfill his or her duties. Each member of the Board of Directors must receive written or electronic notice of the proposed removal at least ten (10) days in advance of the proposed action.

ARTICLE VI. OFFICERS

The officers of the Association shall be the members of the Board of Directors (the President, Vice-President, Secretary, and Treasurer).

Section 1. President

The President shall preside at all meetings of the Association, the Board of Directors, and special meetings. The President shall appoint the chairpersons of standing committees (with the approval of the Board of Directors by way of majority vote) and special committees, and shall have the power, in his or her sole discretion, to remove committee chairpersons. The President shall be an ex officio member of all committees except the nominating committee.

Section 2. Vice-President

The Vice President shall assist the President and the Board of Directors with the business of the Association and shall, in the absence of the President, assume the duties of that office. In case of a permanent vacancy, the Vice President shall automatically become President.

Section 3. Secretary

The Secretary shall keep the minutes of the regular meetings as well as meetings of the Board of Directors and special meetings, and shall have custody of all books and papers belonging to the Association, except those specifically assigned to other Board members.

Section 4. Treasurer

The Treasurer shall be custodian of all funds of the Association, shall be responsible for arranging payment of routine and recurring expenses of the Association, shall collect all dues and disburse funds as authorized by the Association and/or the Board of Directors, and shall close the books at the end of the calendar year and submit them for review.

ARTICLE VII. COMMITTEES

The standing committees shall be determined by the Board as needed to meet the Association's purposes and objectives. The chairpersons of the standing committees shall be appointed by the President, with the approval of at least three-quarters (3/4) of the Board of Directors.

Each committee chairperson shall appoint members to that committee to further the purpose and objective of the committee, and the chairperson of each committee shall present reports of the work of the committee at meetings as requested by the Board of Directors.

At or before the first quarterly meeting of the Board of Directors in each calendar year, the committee chairpersons shall present written proposed annual budget requests (to include anticipated committee needs and annual expenditures) to the Board of Directors.

The President shall have the authority, in his or her sole discretion, to remove committee chairpersons, provided that written notice of the removal of a chairperson shall be provided to such chairperson at least ten (10) days in advance of the proposed action.

ARTICLE XIII. IDEMNIFICATION

Section 1. General

The Association shall indemnify any director, officer, employee, or agent, or other person as set forth in the Association's Articles of Incorporation.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by a majority of the Board of Directors (3/4), upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Association may purchase and maintain insurance on behalf of the Association or any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The Association shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing at any regular Association meeting. Notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given by presenting such proposed changes at the regular meeting preceding the meeting at which the vote will be held, or by written notice made available to the members at least thirty (30) days in advance of the meeting at which the vote will be held.

ADOPTION OF BYLAWS

Notice having been given in advance of the regular meeting of members scheduled for November 20, 2018, a majority of members in attendance the meeting voted in favor of adoption of these By-Laws as the By-Laws of the Bellevue Civic Association, Incorporated.

We, the undersigned, are all of the members of the Board of Directors as of this date, and we consent to the adoption of the foregoing By-Laws, as approved by the majority vote of the members of the Association present at the November 2018 regular meeting, as the By-Laws of the Bellevue Civic Association, Incorporated.

APPROVED by the Board of Directors on this ____ day of _____, 2018.

Kimberly Bolton, President

David Lydiard, Vice President

Margaret Hutchison, Secretary

Matthew Howells, Treasurer